

MCKENNA MATTHEW M
Form 4
February 10, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENNA MATTHEW M

2. Issuer Name and Ticker or Trading Symbol
PEPSIAMERICAS INC/IL/ [PAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

KEEP AMERICA
BEAUTIFUL, 1010 WASHINGTON
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

STAMFORD, CT 06901

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/06/2009		M		7,170	A	\$ 12.68 22,828.876 D
Common Stock	02/06/2009		S		100	D	\$ 18.41 22,728.876 D
Common Stock	02/06/2009		S		400	D	\$ 18.4 22,328.876 D
Common Stock	02/06/2009		S		400	D	\$ 18.395 21,928.876 D
Common Stock	02/06/2009		S		200	D	\$ 18.39 21,728.876 D

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Common Stock	02/06/2009	S	100	D	\$ 18.385	21,628.876	D
Common Stock	02/06/2009	S	2,200	D	\$ 18.38	19,428.876	D
Common Stock	02/06/2009	S	859	D	\$ 18.37	18,569.876	D
Common Stock	02/06/2009	S	300	D	\$ 18.36	18,269.876	D
Common Stock	02/06/2009	S	200	D	\$ 18.355	18,069.876	D
Common Stock	02/06/2009	S	200	D	\$ 18.35	<u>17,869.876</u> ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 12.68	02/06/2009		M	7,170	02/21/2002 02/21/2009	Common Stock	7,170

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENNA MATTHEW M KEEP AMERICA BEAUTIFUL	X			

1010 WASHINGTON BOULEVARD
STAMFORD, CT 06901

Signatures

/s/ Brian D. Wenger,
attorney-in-fact

02/10/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes 291.876 shares acquired under the PepsiAmericas, Inc. dividend reinvestment program. Also includes restricted stock awards for
(1) 5,181 shares. The receipt of these shares was deferred by the reporting person until termination of his board service pursuant to the PepsiAmericas, Inc. Deferred Compensation Plan for Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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